

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

SRINI VASAN, Individually and on Behalf of §
All Others Similarly Situated, §

Plaintiff, §

v. §

PAUL L. FOSTER, SIGMUND L. §
CORNELIUS, L. FREDERICK FRANCIS, §
ROBERT J. HASSLER, BRIAN J. HOGAN, §
JEFF A. STEVENS, SCOTT D. WEAVER, §
WESTERN REFINING, INC., TESORO §
CORPORATION, TAHOE MERGER SUB 1, §
INC., and TAHOE MERGER SUB 2, LLC, §

Defendants. §

Civil Action No. 3:17-cv-00002-DCG

BRIAN MILLER, Individually and on Behalf §
of All Others Similarly Situated, §

Plaintiff, §

v. §

PAUL L. FOSTER, SIGMUND L. §
CORNELIUS, L. FREDERICK FRANCIS, §
ROBERT J. HASSLER, BRIAN J. HOGAN, §
JEFF A. STEVENS, SCOTT D. WEAVER, §
and WESTERN REFINING, INC., §

Defendants. §

Civil Action No. 3:17-cv-00004-DCG

GENE LOVE, Individually and on Behalf of §
All Others Similarly Situated, §

Plaintiff, §

v. §

PAUL L. FOSTER, SIGMUND L. §
CORNELIUS, L. FREDERICK FRANCIS, §
ROBERT J. HASSLER, BRIAN J. HOGAN, §

Civil Action No. 3:17-cv-00008-KC

JEFF A. STEVENS, SCOTT D. WEAVER,
WESTERN REFINING, INC., TESORO
CORPORATION, TAHOE MERGER SUB 1,
INC., and TAHOE MERGER SUB 2, LLC,

Defendants.

JOSEPH SHOMBERG, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

PAUL L. FOSTER, SIGMUND L.
CORNELIUS, L. FREDERICK FRANCIS,
ROBERT J. HASSLER, BRIAN J. HOGAN,
JEFF A. STEVENS, SCOTT D. WEAVER,
WESTERN REFINING, INC., TESORO
CORPORATION, TAHOE MERGER SUB 1,
INC., and TAHOE MERGER SUB 2, LLC,

Defendants.

JOHN SOLAK, on Behalf of Himself and All
Others Similarly Situated,

Plaintiff,

v.

WESTERN REFINING, INC., PAUL L.
FOSTER, JEFF A. STEVENS, SCOTT D.
WEAVER, BRIAN J. HOGAN,
L. FREDERICK FRANCIS, SIGMUND L.
CORNELIUS, and ROBERT J. HASSLER,

Defendants.

Civil Action No. 3:17-cv-00014-DCG

Civil Action No. 3:17-cv-00020-DCG

**STIPULATION AND ORDER TO CONSOLIDATE ACTIONS AND APPOINT
INTERIM LEAD COUNSEL FOR PLAINTIFFS**

WHEREAS, the above captioned actions are five (5) related shareholder actions filed
against the Western Refining, Inc. (“Western Refining” or the “Company”) and the Board of

Directors of Western Refining (together with the Board and Western Refining, the “Defendants”) (the “Related Actions”). Two (2) of the Related Actions are also filed against Tesoro Corporation, Tahoe Merger Sub 1, Inc., and Tahoe Merger Sub 2, LLC but are not a party to the designated operative complaint.

WHEREAS, counsel for all Defendants have accepted or waived service of the complaints in the Related Actions;

WHEREAS, each of the Related Actions involve the same transaction and substantially identical events and involve common questions of fact. The Related Actions name the same or substantially similar Defendants, contain the same or substantially similar factual allegations, assert the same or substantially similar causes of action, and seek the same or substantially similar relief;

WHEREAS, in an effort to ensure consistent rulings and for the sake of judicial efficiency, including the avoidance of unnecessary duplication of effort, the parties and their respective undersigned counsel agree that the actions should be consolidated;

WHEREAS, the parties stipulate and agree that Defendants reserve and preserve all defenses, affirmative defenses, rights, privileges and objections, and Plaintiffs reserve and preserve any opposition thereto;

WHEREAS, Defendants take no position on the leadership structure of Plaintiffs or their counsel, however, the parties agree that a leadership structure would aid the efficient prosecution of this action;

THEREFORE, IT IS ORDERED, as follows:

A. CONSOLIDATION

1. The Related Actions and any other putative class action or derivative action on behalf of the shareholders of Western Refining filed in the United States District Court – Western District of Texas that involve questions of law or fact similar to those contained in the Related Actions are consolidated for all pre-trial purposes under the following caption (the “Consolidated Action”), which the Clerk of the Court is hereby directed to change:

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

In re WESTERN REFINING, INC.
STOCKHOLDER LITIGATION

Lead Case No. 3:17-cv-00002

This Document Relates To:

ALL ACTIONS

B. PENDING, SUBSEQUENTLY FILED, AND TRANSFERRED RELATED ACTIONS

1. Each and every putative action filed in, or transferred to, the United States District Court – Western District of Texas involving questions of law or fact similar to those contained in the Consolidated Action shall constitute a case related to the Consolidated Action.

2. Any such action shall be governed by the terms of this Order and shall be consolidated for all purposes with the Consolidated Action, with the exception that Defendants reserve and preserve all defenses, affirmative defenses, rights, privileges and objections and the Plaintiffs reserve and preserve any opposition thereto;

C. PREVIOUSLY FILED PAPERS

1. All papers previously filed and served to date, if any, in any of the cases consolidated herein are deemed to be and are hereby adopted as of their original filing date and are part of the record in the Consolidated Action.

2. The complaint in Case No. 3:17-cv-00004 shall be the operative complaint.

3. Defendants need not respond to the operative complaint until after the Court appoints a Lead Plaintiff and Lead Plaintiff's Counsel under the Private Securities Litigation Reform Act of 1995 ("PSLRA"). Within ten days after the appointment of a Lead Plaintiff, Lead Plaintiff's Counsel shall inform Defendants whether Lead Plaintiff intends to stand on the operative complaint or file an amended consolidated complaint. The parties shall then confer and submit a proposed briefing schedule on Defendants' motion to dismiss.

D. FILING OF THE ORDER

1. This Order shall be filed in 3:17-cv-00002 and the entry of the Order shall be docketed in each of the consolidated actions. All papers filed by Plaintiffs and Defendants under the above-consolidated caption shall be filed only in Case No. 3:17-cv-00002.

E. COORDINATION OF PLEADINGS AND OTHER PAPERS

1. The parties shall effect service of papers filed with the Court on opposing counsel through the Court's CM/ECF system or by electronic mail, unless otherwise agreed.

F. ORGANIZATION OF LEAD COUNSEL

1. Prosecution of the Consolidated Action on behalf of Plaintiffs and the putative class shall be managed and directed by Interim Lead Counsel, Monteverde & Associates PC. Plaintiffs' Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs. Other than motions to be appointed Lead Plaintiff under the PSLRA, no

motion, request for discovery, or other pretrial or trial proceedings shall be initiated or filed by any Plaintiff except through Plaintiffs' Interim Lead Counsel. All specific assignments to perform tasks in the Consolidated Action shall be appointed by Lead Counsel in such a manner as to lead to the orderly and efficient prosecution of the Consolidated Action and to avoid duplicative or unproductive effort and unnecessary burdens on the parties.

2. The Bilek Law Firm, L.L.P. shall serve as Plaintiffs' Interim Liaison Counsel. Plaintiffs' Interim Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel, and shall be responsible for communicating with the respective counsel for Defendants on matters of case administration and scheduling.

G. DIRECTIONS TO THE CLERK OF THE COURT

1. The Clerk of the Court is hereby directed to take all necessary steps to effectuate any and all provisions of this Order.

IT IS SO STIPULATED.

DATED: January 26, 2017.

Respectfully submitted,

/s/ Thomas E. Bilek

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Counsel for Defendants

SO ORDERED this the _____ day of _____, 2017.

UNITED STATES DISTRICT JUDGE